

Exhibit 1

Fifth Supplemental McLendon Declaration

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*Counsel for the Board of Each of PG&E Corporation and
Pacific Gas and Electric Company and for Certain
Current and Former Independent Directors*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case
No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**FIFTH SUPPLEMENTAL
DECLARATION OF KATHRINE A.
McLENDON RELATING TO THE
RETENTION OF SIMPSON THACHER &
BARTLETT LLP AS COUNSEL FOR THE
BOARD OF DIRECTORS OF EACH OF
PG&E CORPORATION AND PACIFIC
GAS AND ELECTRIC COMPANY AND
FOR CERTAIN CURRENT AND
FORMER INDEPENDENT DIRECTORS
PURSUANT TO ORDER ENTERED MAY
10, 2019 [DOCKET NO. 1979]**

1 I, Kathrine A. McLendon, being duly sworn, declare the following under penalty of
2 perjury:

3 I am a senior counsel at the law firm of Simpson Thacher & Bartlett LLP ("**Simpson**
4 **Thacher**"), with an office at 425 Lexington Avenue, New York, New York 10017. I am a member
5 in good standing of the Bar of the State of New York, and there are no disciplinary proceedings
6 pending against me.

7 This Fifth Supplemental Declaration (the "**Fifth Supplemental Declaration**") provides
8 additional disclosures relating to the retention of Simpson Thacher as counsel to (i) the Board of
9 Directors (the "**Board**") of each of PG&E Corporation and Pacific Gas and Electric Company, as
10 the Board may be constituted from time to time, and as counsel to the members of the Board from
11 time to time in their capacities as members of the Board, under section 327(e) of the Bankruptcy
12 Code (the "**Board Representation**") and (ii) certain current and former independent directors in
13 their individual capacities who serve or served as independent directors prior to and/or as of the
14 Filing Date (each an "**Independent Director**" and collectively, the "**Independent Directors**")
15 (the "**Independent Director Representation**") under section 363 of the Bankruptcy Code. The
16 Board Representation and the Independent Director Representation were authorized by Order
17 entered May 10, 2019 [Docket No. 1979].

18 This Fifth Supplemental Declaration supplements the *Declaration of Michael H. Torkin in*
19 *Support of the Motion Pursuant to 11 U.S.C. § 363 Authorizing the Debtors to Pay the Fees and*
20 *Expenses of Simpson Thacher & Bartlett LLP as Counsel to the Independent Directors of PG&E*
21 *Corp.* [Docket No. 1183] (the "**Torkin Declaration**"), the *Supplemental Declaration of Michael*
22 *H. Torkin in Support of the Motion Pursuant to 11 U.S.C. § 363 Authorizing the Debtors to Pay*
23 *the Fees and Expenses of Simpson Thacher & Bartlett LLP as Counsel to the Independent*
24 *Directors of PG&E Corp. (As Modified As Described Herein)* [Docket No. 1802] (the
25 "**Supplemental Torkin Declaration**"), the *Second Supplemental Declaration of Michael H.*
26 *Torkin Relating to the Retention of Simpson Thacher & Bartlett LLP as Counsel for the Board of*
27 *Directors of Each of PG&E Corporation and Pacific Gas and Electric Company and for Certain*
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1 *Current and Former Independent Directors Pursuant to Order Entered May 10, 2019* [Docket
2 No. 3171] (the “**Second Supplemental Torkin Declaration**”), the *Third Supplemental*
3 *Declaration of Nicholas Goldin Relating to the Retention of Simpson Thacher & Bartlett LLP as*
4 *Counsel for the Board of Directors of Each of PG&E Corporation and Pacific Gas and Electric*
5 *Company and for Certain Current and Former Independent Directors Pursuant to Order Entered*
6 *May 10, 2019* [Docket No. 5668] (the “**Third Supplemental Goldin Declaration**”), and the
7 *Fourth Supplemental Declaration of Nicholas Goldin Relating to the Retention of Simpson*
8 *Thacher & Bartlett LLP as Counsel for the Board of Directors of Each of PG&E Corporation and*
9 *Pacific Gas and Electric Company and for Certain Current and Former Independent Directors*
10 *Pursuant to Order Entered May 10, 2019* [Docket No. 8552] (the “**Fourth Supplemental Goldin**
11 **Declaration**”).

12 Simpson Thacher provides the following updates to the Schedules to the Torkin
13 Declaration, as supplemented by the Supplemental Torkin Declaration, the Second Supplemental
14 Torkin Declaration, the Third Supplemental Goldin Declaration and the Fourth Supplemental
15 Goldin Declaration:

16 (i) **Schedule 2(b) [Interested Parties as Described in the Torkin Declaration]:**
17 Portland General Electric Company and Centerview Partners Llc.

18 (ii) **Schedule 2(c) [Interested Parties For Whom Additional Information Is Needed]:**
19 [None additional at this time.]

20 To the extent that any new relevant facts or relationships bearing on the matters described
21 herein during the period of Simpson Thacher’s retention are discovered or arise, Simpson Thacher
22 will use reasonable efforts to file promptly a supplemental declaration, as required by Bankruptcy
23 Rule 2014(a).

24 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true
25 and correct to the best of my knowledge, information and belief.

26 Dated: September 23, 2020
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/s/ Kathrine A. McLendon
Kathrine A. McLendon
Simpson Thacher & Bartlett LLP